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IT'S BEEN SAID THAT THE ONLY CREDENTIAL NEW YORK DEMANDS OF ITS VISITORS IS THE BOLDNESS TO DREAM.
CHARLES SMITH MORE THAN MAKES THAT GRADE. HIS IMAGINATION HAS GIFTED HIM WITH INCREDIBLE POWER AND ADVENTURE.
'COURSE, IT'S ALSO BEEN SAID NEW YORK EATS ITS VISITORS ALIVE.
AND IN THAT REGARD, CHARLES SMITH HAS JUST MOVED TO THE TOP OF THE MENU.
YOU SEE HIM, ROCKY?! CRAZY S.O.B. COULDA CRASHED DOWN INTO US 'STEAD A' THE BARGE!
WE GOTTA WATCH OUT FOR NUMBER ONE, JIMBO! IT'S US AGAINST HIM!
WANT A PIECE A' US, BIG MAN? THAT IT? COME ON!
FEAR ITSELF
D.G. CHICHESTER WRITER
ADAM POLLINA PENCILER
CHAD HUNT + KEITH WILSON INKERS
OCLAIR + DAVID HILLMAN PAINTERS
AGNES PINAHA + ROD OLLERENSHAW LETTERERS
JOSEPH A. JAMES EDITOR
JIM SHOOTER EDITOR-IN-CHIEF

LOOK, GUYS... I'M NOT LOOKIN' FOR *TROUBLE*...

COULDA FOOLED US, PALLY! *CRASHIN'* DOWN ON OUR HEADS!

NOBODY TAKES A TUMBLE LIKE THAT AND GETS UP AGAIN!

NOBODY *NORMAL!*

I THINK WE BETTER GET IN YOUR FACE 'FORE YOU GET IN OURS!

YESSS! HE'S *DIFFERENT!* FEAR HIM!

HATE HIM! HURT HIM!

LET GO OF THEIR *MINDS*, CREATURES!

NO! NOT THE LIGHT! *NOT--AIERRGK!*

THE **SUBSTRATUM**, WHERE MICHAEL ALEXANDER--

--**GLIMMER**--BATTLES THE FORCES OF THE DARK DOMINION.

HANG ON, FELLAS... LET'S THINK THIS THROUGH A LITTLE MORE *CLEAR* HEADED!

LOOK, WHOEVER YOU ARE--NO *HARD* FEELINGS, HUH?

WE'RE JUST WORKING GUYS, Y'KNOW? YOU SPOOKED US AN' MAYBE WE *OVERREACTED!*

IT'S A COMMON REACTION TO THE UNKNOWN-- AND THE UNEXPECTED!
HOLY-- WHERE'D YOU COME FROM!?
SOMEWHERE I THINK YOU'RE FAMILIAR WITH, YOUNG MAN--IF NOT THROUGH EXPERIENCE, THAN AT LEAST IN CONCEPT!
I WAS WATCHING YOUR BATTLE WITH THE "WARRIOR!" I'M MICHAEL.
I'M DUE TO PUT IN FOR THAT VACATION TIME... IN FACT, I'M OVERDUE!
CHARLES,
I'VE A FEELING WE FIGHT THE SAME FIGHT! WHY NOT MEET ME SHORE-SIDE. I HAVE A FEELING WE SHOULD TALK.
I'M GAME! HOW'D YOU WANT TO--?
WHERE'D HE GO NOW?!
DON'T LOOK AT US, PALLY! WE JUST FLOAT THIS BARGE! YOU AN' THE INVISIBLE MAN WORK THINGS OUT 'TWEEN YOUSELVES!
IT'S NOT THAT FAR... I CAN JUMP IT!
HE CAN JUMP IT, ROCKY--MAN SAYS HE CAN JUMP IT!
IS IT JUST ME, OR IS THIS CITY GETTIN' STRANGER?
MUST BE JUST YOU, 'CAUSE I'M PRETENDIN' THIS NEVER HAPPENED!
SOUNDS LIKE A PLAN... DEFINITELY SOUNDS LIKE A PLAN!

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THE SUBSTRATUM, THE QUANTUM **FLIP-SIDE** TO WHAT'S NARROWLY THOUGHT OF AS "REALITY!"

THIS IS, UM... ***UNWISE*** ... MIGHTY MULE! OH, YES, I THINK "UNWISE" MIGHT DESCRIBE IT WELL!

AND QUESTIONING MY ***DECISIONS*** IS SMART, THAT IT, HENCH?

NO, SOMEHOW I GOT TO RE-LEARN THE WAY TO CROSS FROM THE SUBSTRATUM INTO THE HARD WORLD AGAIN.

CHASM WON'T BE GONE FOREVER, AND I DON'T WANT TO LOSE EVERY-THING THAT I'VE TAKEN BACK FROM HIM.

BUT ***B-BOTTOM***... SURELY HE CAN'T HOLD ANY SANE ANSWER! DESPAIR ONLY FATHERS IN-SANITY, THAT'S WHAT I SAY, YES INDEED!

AND WHAT DO YOU THINK I HAVE NOW?!

I REMEMBER THE HARD WORLD! I ***REMEMBER*** THE TASTE OF WINE, THE TOUCH OF A WOMAN--

--BUT NOW I AIN'T GOT NOTHIN' BUT MEMORY! MEMORY THAT TAUNTS AND TEMPTS AND ***TWISTS*** IN MY GUT!

IF THE OLD DEMON DOWN HERE'S GONNA SEND WORD HE'S GOT ***RELIEF*** FROM THAT HURT... I GOTTA AT LEAST HEAR HIM OUT!

P-PLEASE, MULE, I BEG YOU TO--

GET OUTTA MY FACE, HENCH! THIS IS BETWEEN ME AN' BOTTOM!

HEY, THERE! YO-HO! ANYONE-- ANYTHING--HOME?

LISSEN TO ME, ***SUCKIN'*** UP! WHAT DO YOU CALL AN OLD ONE LIKE THIS BEASTIE, ANYWAY?

"THE ***DARK*** LORD BOTTOM" IS CUSTOMARY.

THERE'S ALSO A LONG HISTORY OF "THE MASTER OF ***SHADOWS***".

AND I'VE ALWAYS HAD A BENT FOR "***FEAR*** ITSELF".

BUT IT WOULD PLEASE ME SO, MULE...
...IF YOU WOULD COME TO CALL ME FRIEND!

YOUR REP CARRIES SOME WEIGHT, BOTTOM... BUT SO DOES MINE!

NOW WHY ARE YOU SO INTERESTED IN MY *PROBLEMS*?

NO NEED FOR SUSPICION, FRIEND! I SENSED YOUR *SUFFERING*-- YOUR DESPAIR! -- AND FELT A NEED TO RESPOND!

YOU SEE, I ALSO *HUNGER* FOR THE HARD WORLD!

YOU? I NEVER EXPECTED...

YOU SEE HOW MUCH WE'RE *ALIKE*, MY FRIEND?

LOOK HERE-- I'VE HAD THESE CRAFTED BY... *GRATEFUL* FOLLOWERS! THIS IS HOW I REMEMBER!

THERE WAS AN ERA-- THE BLACK DEATH! THE BODIES PILED... AND FOR ME, RICH SILKS AND *HEADY* TIMES!

*DESPAIR* ALLOWED ME TO REACH THROUGH TO THE SO-CALLED "REALITY"; TO FEEL THINGS WITH MY OWN HANDS!

I'VE STILL A LITTLE OF THAT OLD POWER LEFT -- I CAN USE IT TO *SEND* YOU BACK!

SOUNDS TOO *GOOD* FOR ME. WHAT'S IN IT FOR YOU?

YOU'D ACT AS MY... *CHANNEL*! I'D BE ABLE TO TOUCH THE HARD WORLD AGAIN THROUGH YOU... FOR OLD TIME'S SAKE!

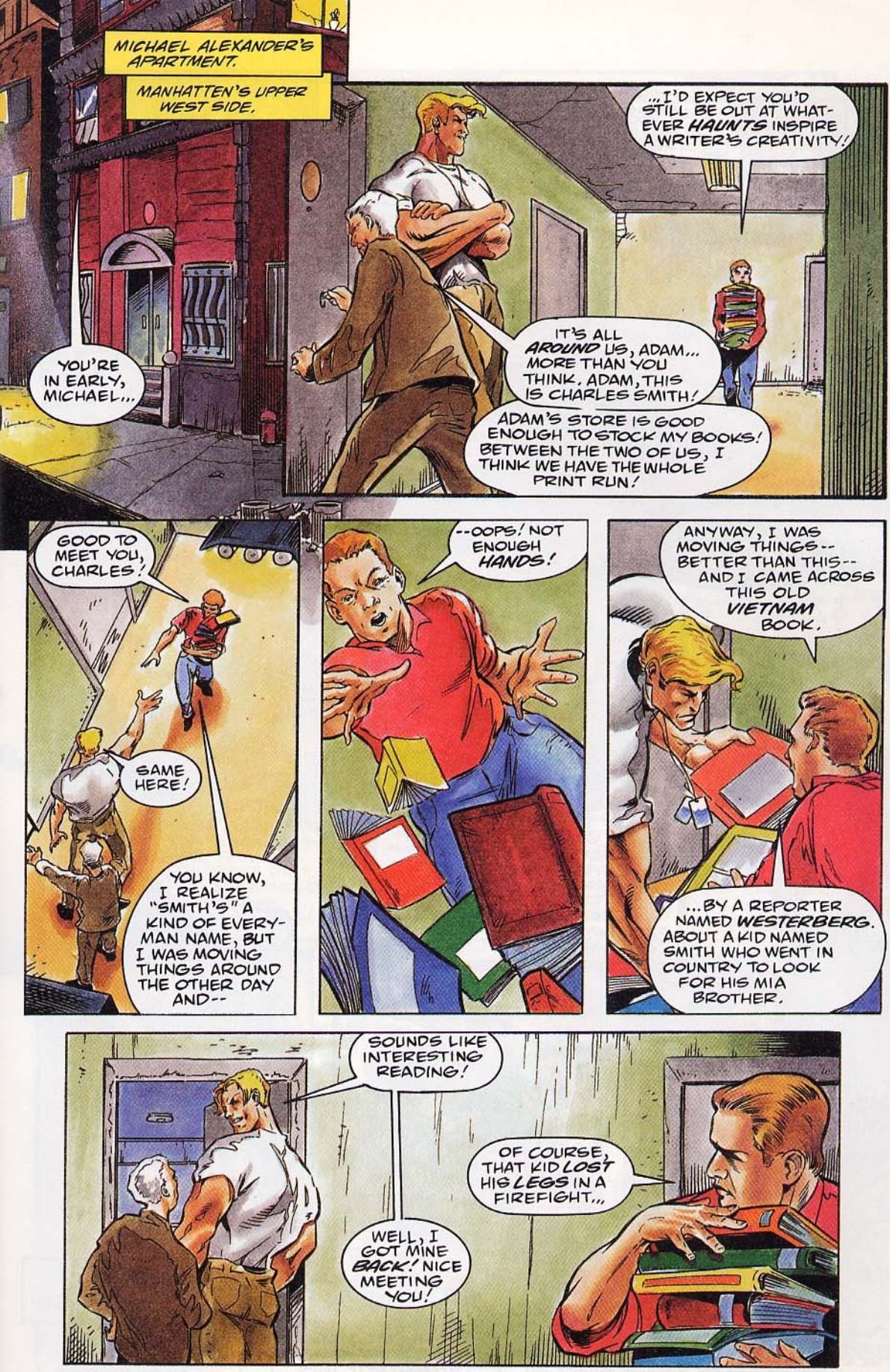
THAT'S ALL? THAT'S TOO EASY.

I NEVER SAID IT WOULD BE EASY. IT WOULD INVOLVE A CERTAIN AMOUNT OF... PAIN.

HMM. WELL... NO PAIN, NO GAIN.

OH YES, FRIEND MULE!

YES.

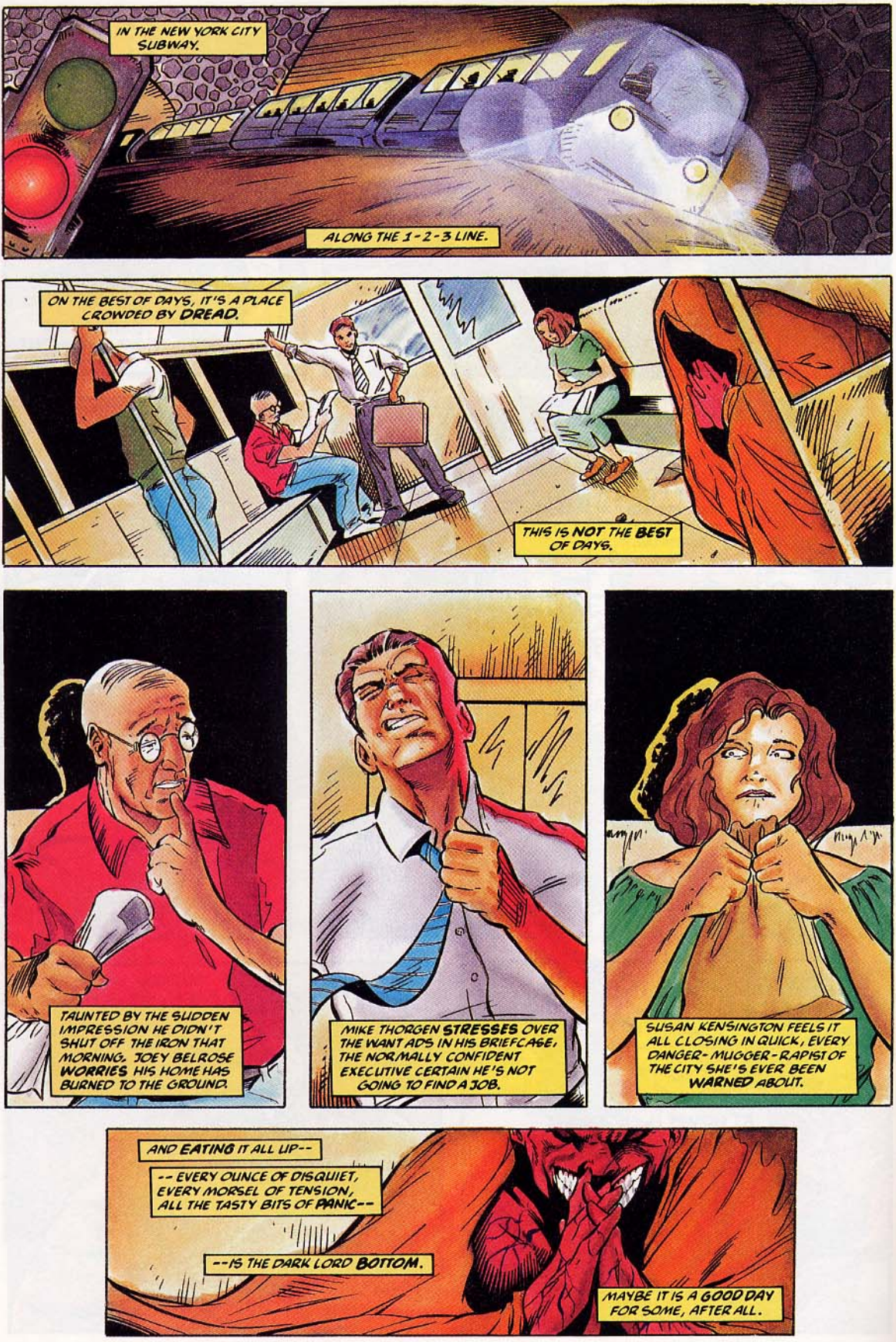

MICHAEL ALEXANDER'S APARTMENT.
MANHATTEN'S UPPER WEST SIDE.
YOU'RE IN EARLY, MICHAEL...
...I'D EXPECT YOU'D STILL BE OUT AT WHATEVER HAUNTS INSPIRE A WRITER'S CREATIVITY!
IT'S ALL AROUND US, ADAM... MORE THAN YOU THINK. ADAM, THIS IS CHARLES SMITH!
ADAM'S STORE IS GOOD ENOUGH TO STOCK MY BOOKS! BETWEEN THE TWO OF US, I THINK WE HAVE THE WHOLE PRINT RUN!
GOOD TO MEET YOU, CHARLES!
SAME HERE!
YOU KNOW, I REALIZE "SMITH'S" A KIND OF EVERY-MAN NAME, BUT I WAS MOVING THINGS AROUND THE OTHER DAY AND--
--OOPS! NOT ENOUGH HANDS!
ANYWAY, I WAS MOVING THINGS-- BETTER THAN THIS-- AND I CAME ACROSS THIS OLD VIETNAM BOOK.
...BY A REPORTER NAMED WESTERBERG. ABOUT A KID NAMED SMITH WHO WENT IN COUNTRY TO LOOK FOR HIS MIA BROTHER.
SOUNDS LIKE INTERESTING READING!
OF COURSE, THAT KID LOST HIS LEGS IN A FIREFIGHT...
WELL, I GOT MINE BACK! NICE MEETING YOU!

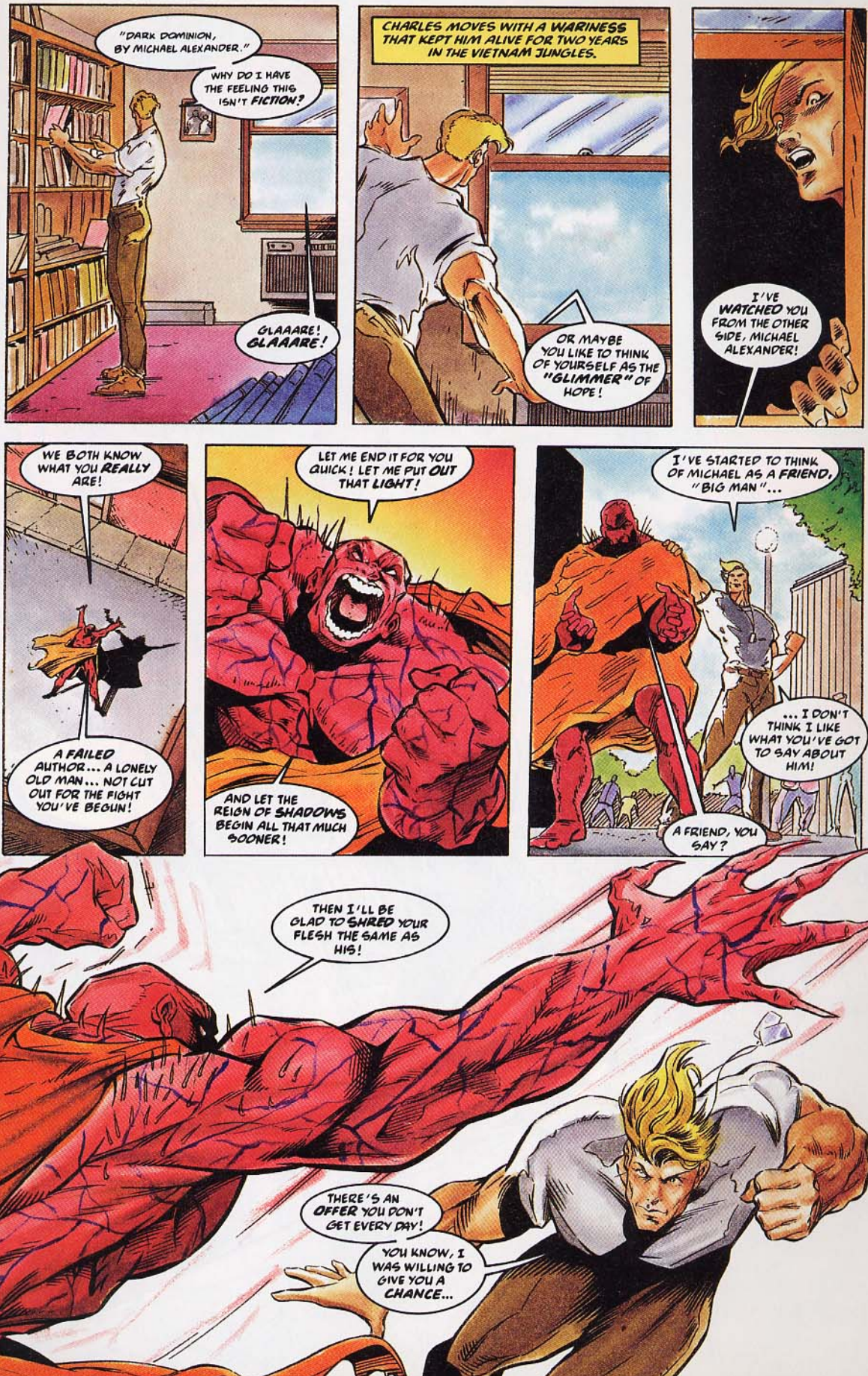
WHY DON'T I GET US SOME TEA WHILE YOU FILL ME IN ON A FEW THINGS?
WOW! IT FEELS GOOD TO SIT DOWN!
CAREFUL! THAT CHAIR'S GOT A WAY OF TAKING YOU FROM "SIT" TO "SLEEP" IN--
--I SEE YOU'VE FOUND THAT OUT FOR YOURSELF!
TO MICHAEL'S QUANTUM-SENSES, CHARLES' SLEEP OPENS A WINDOW INTO THE YOUNG MAN'S DREAMS.
THE DETAILS BEHIND THE FLICKERING IMAGES ARE LOST ON MICHAEL.
CHARLES AND HIS BROTHER, THE ATTACK THAT WOULD SEND CHARLES INTO AN 18 YEAR COMA.
A REMADE CHARLES AT THE SIDE OF YOUTHFUL HEROES, TRYING TO ACT AS GOOD GUYS.
CHARLES DUELLING THE WAR DANCER, THE ANCIENT VOWING TO DESTROY THIS REALITY.
BUT MICHAEL KNOWS HE'S FOUND SOME-ONE EXTRAORDINARY.
WAKE UP SOON, CHARLES... WE'VE A LOT TO DISCUSS.

39TH STREET, CLOSE TO 11TH AVENUE.
MINSKY'S PERSONAL MASSAGE
LIKE IF SPACE CREATURES COULD TALK TO ANYBODY, THEY'D WANNA GAB WITH ROSEANNE! RIGHT!
THE SUBSTRATUM-- SLIPPING AWAY! THE HARD WORLD-- GETTING CLOSER AND--
LIKE, "HERE'S OUR WARP-DRIVE SECRETS! NOW TELL US THE REAL DIRT ON TOM ARNOLD!" UH-HUH!
AHH, NOT SOME QUANTUM DEVIANT --BUT A REAL WOMAN!
HEY! HOW'D YOU GET IN HERE!?
WHAT'RE YOU? MY TWO O'CLOCK? YOU'RE EARLY!
BUT I'M FEELING BORED... SO YOU GET A FEW MINUTES OFF THE CLOCK!
COME CLOSER, BIG BOY... REACH OUT AND TOUCH SOMEONE!
MY INSIDES-- TWISTING! RIPPING MY BODY-- IN TWO!
I CAN'T MOVE! SO C-CLOSE AND I C-CAN'T--

OH GOD, IT'S JUST LIKE THEY SAID-- ALIENS WALK AMONG US!
N-NOT YOUR BODY, MULE! NOT YOUR INSIDES!
BUT MINE!
T-TRY AN' DO A GUY A FAVOR... LOOK WHERE IT GETS ME!
FOR AS LONG AS I NEEDED A CHANNEL THROUGH TO THE HARD WORLD! YOUR DESPAIR WAS MY KEY, FOOL!
MMM... RICH SILKS! HEADY TIMES!
MULE! I DON'T WANNA SAY I TOLD YOU, BUT--
--OH, YOU'RE TORE UP REAL BAD! YOU NEED HELP...

MICHAEL ALEXANDER'S APARTMENT.
IF THIS DANCER IS AS DEADLY AS YOU SAY, YOU'RE RIGHT TO USE YOUR STRENGTH AGAINST HIM!
IF I CAN MANAGE TO STAY AWAKE! SORRY ABOUT THAT!
DON'T WORRY! I FACE A SIMILAR ADVERSARY NAMED CHASM, JUST AS EXHAUSTING!
GLARE! GLARE!
EXCUSE ME FOR A MOMENT, CHARLES...
GONE AGAIN?!
MAKES WHAT I CAN DO SEEM ALMOST NORMAL!
I DON'T HAVE A LOT OF PATIENCE WITH CREATURES LIKE YOU...
I HAVEN'T COME FOR MYSELF, GLARE! I AM HENCH-- I SERVE THE MIGHTY MULE. HE NEEDS YOUR HELP!
I DON'T TRAFFIC WITH ANY OF YOUR KIND!
OTHERS WOULD TAKE ADVANTAGE OF HIS TROUBLE TO FEAST ON HIS FLESH! YOU'RE HIS ONLY HOPE!
MAYBE I CAN'T PLAY FAVORITES WITH BRINGING LIGHT TO THOSE IN NEED...
CHARLES... I'VE A RATHER DISAGREEABLE MISSION I CAN'T PASS OVER!
MAKE YOURSELF AT HOME WHILE I'M GONE!
WATCH YOUR BACK, MICHAEL.
AND GOOD LUCK.


IN THE NEW YORK CITY SUBWAY.
ALONG THE 1-2-3 LINE.
ON THE BEST OF DAYS, IT'S A PLACE CROWDED BY DREAD.
THIS IS NOT THE BEST OF DAYS.
TAUNTED BY THE SUDDEN IMPRESSION HE DIDN'T SHUT OFF THE IRON THAT MORNING, JOEY BELROSE WORRIES HIS HOME HAS BURNED TO THE GROUND.
MIKE THORGEN STRESSES OVER THE WANT ADS IN HIS BRIEFCASE, THE NORMALLY CONFIDENT EXECUTIVE CERTAIN HE'S NOT GOING TO FIND A JOB.
SUSAN KENSINGTON FEELS IT ALL CLOSING IN QUICK, EVERY DANGER-MUGGER-RAPIST OF THE CITY SHE'S EVER BEEN WARNED ABOUT.
AND EATING IT ALL UP--
-- EVERY OUNCE OF DISQUIET, EVERY MORSEL OF TENSION, ALL THE TASTY BITS OF PANIC--
--IS THE DARK LORD BOTTOM.
MAYBE IT IS A GOOD DAY FOR SOME, AFTER ALL.


"DARK DOMINION, BY MICHAEL ALEXANDER."
WHY DO I HAVE THE FEELING THIS ISN'T FICTION?
GLAAARE! GLAAARE!
CHARLES MOVES WITH A WARINESS THAT KEPT HIM ALIVE FOR TWO YEARS IN THE VIETNAM JUNGLES.
OR MAYBE YOU LIKE TO THINK OF YOURSELF AS THE "GLIMMER" OF HOPE!
I'VE WATCHED YOU FROM THE OTHER SIDE, MICHAEL ALEXANDER!
WE BOTH KNOW WHAT YOU REALLY ARE!
A FAILED AUTHOR... A LONELY OLD MAN... NOT CUT OUT FOR THE FIGHT YOU'VE BEGUN!
LET ME END IT FOR YOU QUICK! LET ME PUT OUT THAT LIGHT!
AND LET THE REIGN OF SHADOWS BEGIN ALL THAT MUCH SOONER!
I'VE STARTED TO THINK OF MICHAEL AS A FRIEND, "BIG MAN"...
... I DON'T THINK I LIKE WHAT YOU'VE GOT TO SAY ABOUT HIM!
A FRIEND, YOU SAY?
THEN I'LL BE GLAD TO SHRED YOUR FLESH THE SAME AS HIS!
THERE'S AN OFFER YOU DON'T GET EVERY DAY!
YOU KNOW, I WAS WILLING TO GIVE YOU A CHANCE...

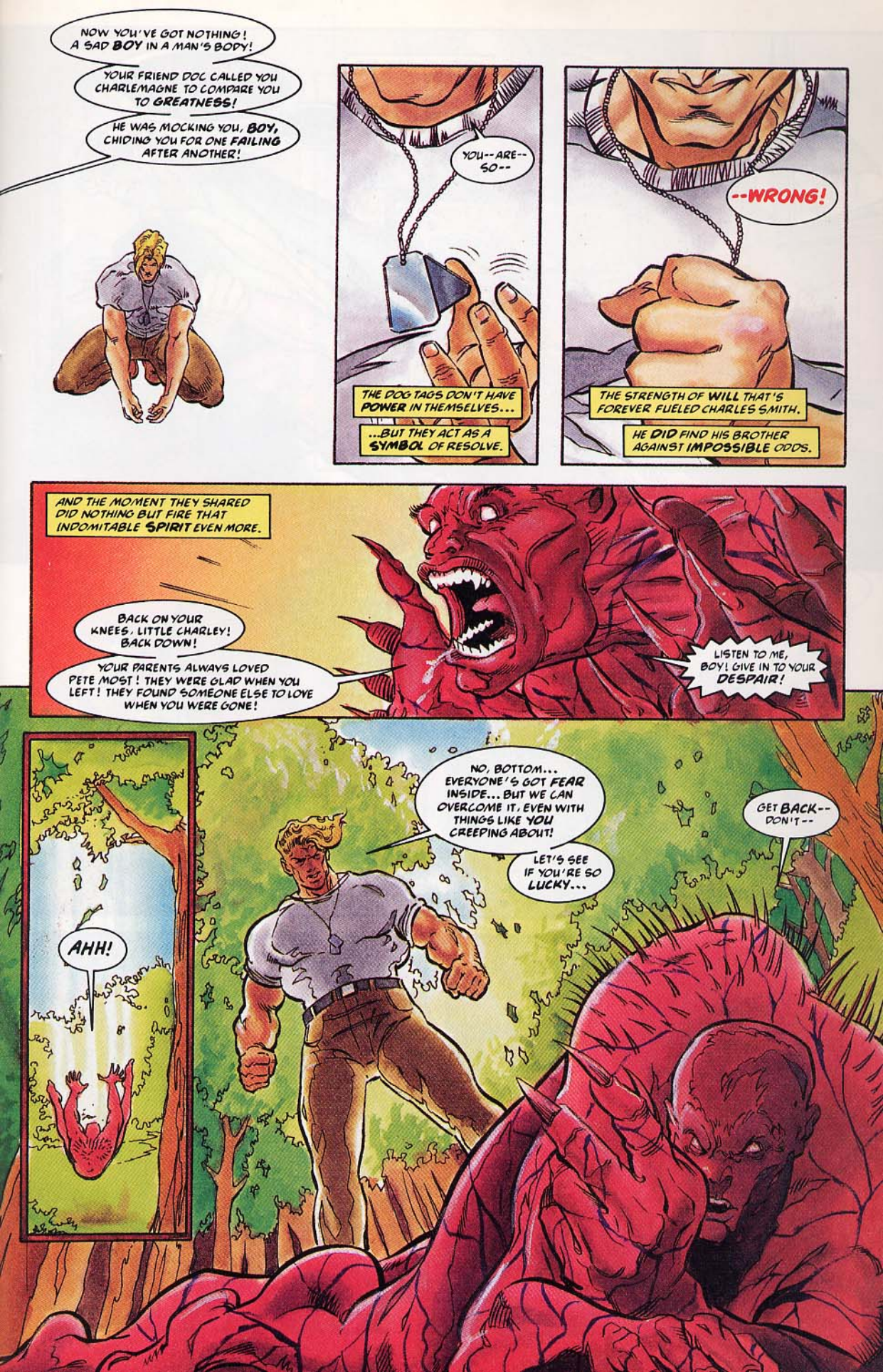
... I WON'T MAKE THAT MISTAKE AGAIN!

39TH STREET AND 11TH.
MINSKY'S MASSAGE.
THROUGH HERE, GLARE -- IN HERE!
MY GOD!
CALL ME MICHAEL, CREATURE... OR AT LEAST KEEP YOUR TWISTED TITLES TO YOURSELF!
LIKE I SAID, YOU SEE? I TOLD HIM IT WAS UNWISE, BUT... I AM ONLY HENCH, WHAT DO I KNOW?
HE'S CROSSED OVER... AND I THINK HE'S DYING!
WHAT HAPPENED TO HIM?
HE WAS BETRAYED! DOES IT MATTER? CAN YOU-- WILL YOU-- HELP?
NOT HERE! BUT IF I TAKE HIM BACK INTO THE SUBSTRATUM, THERE'S A CHANCE HIS INJURIES WILL HEAL...
N-NOO... NO M-MORE... P-PLEASE...
DON'T WORRY, MULE -- I'M NOT HERE TO HURT YOU!
I'M TAKING YOU BACK... IT'S GOING TO BE ALRIGHT!

CENTRAL PARK WEST.
POUR IT ON THERE, BUDDY! GIMME SOME RELISH, SOME A' THAT KRAUT – THE WORKS!
YOU'RE GONNA GIVE YOURSELF NIGHTMARES EATIN' LIKE THAT, VINNY!
BUCK AN' A HALF, PAL OUTTA THREE!
AW, WHATTA YOU KNOW THERE, MARISA?
– SHRED YOUR FLESH FEED YOUR BONES INTO THE ABYSS OF EVERLASTING NIGHT–
HERE. I THINK SHE'S RIGHT ABOUT THEM NIGHTMARES...

SCREEEEEE
CRAZY SONUVA--
-- WHATTA YOU DOIN', MAN?!
TRYIN' TO BUST UP THE FRONT A' MY HACK?!
THAT WASN'T THE FIRST THING ON MY MIND...
... HE MIGHT HAVE OTHER THOUGHTS, THOUGH!
THIS CITY, IT'S GOIN' STRAIGHT TO--
'COURSE, IF YOU'RE NOT GOING TO BE NEEDING THIS...
HEY UGLY--
-- EVER HEAR THOSE STORIES ABOUT NEW YORK CAB RIDES?

KEZ-101
COME OUT, COME OUT, WHEREVER YOU ARE!
WHERE'D HE -- ?
I'M HERE, CHARLES -- IN EVERY SHADOW AROUND!
THE TREES START TO REMIND YOU OF THE JUNGLE, HMMM? THE JUNGLE WHERE YOU LET YOUR BROTHER DOWN!
WHAT'RE YOU -- GET OUT OF MY HEAD! STOP IT!
STOP IT NOW!
NOW THE GAME'S NOT SO FUN ANYMORE, IS IT, BOY?
I'M NOT LISTENING! I'M NOT--
YOU DON'T NEED ME TO TELL YOU WHAT YOU'VE BEEN TELLING YOURSELF!
THE PAIN YOU CAUSED MOM AND DAD BY RUNNING AWAY!
PETE MIGHT STILL BE ALIVE IF YOU ONLY GOTTEN THERE SOONER!
AND THEN THERE'S THE YEARS YOU'VE LOST, NEVER TO RECLAIM!


NOW YOU'VE GOT NOTHING! A SAD BOY IN A MAN'S BODY!
YOUR FRIEND DOC CALLED YOU CHARLEMAGNE TO COMPARE YOU TO GREATNESS!
HE WAS MOCKING YOU, BOY, CHIDING YOU FOR ONE FAILING AFTER ANOTHER!
YOU--ARE--SO--
THE DOG TAGS DON'T HAVE POWER IN THEMSELVES...
...BUT THEY ACT AS A SYMBOL OF RESOLVE.
--WRONG!
THE STRENGTH OF WILL THAT'S FOREVER FUELED CHARLES SMITH.
HE DID FIND HIS BROTHER AGAINST IMPOSSIBLE ODDS.
AND THE MOMENT THEY SHARED DID NOTHING BUT FIRE THAT INDOMITABLE SPIRIT EVEN MORE.
BACK ON YOUR KNEES, LITTLE CHARLEY! BACK DOWN!
YOUR PARENTS ALWAYS LOVED PETE MOST! THEY WERE GLAD WHEN YOU LEFT! THEY FOUND SOMEONE ELSE TO LOVE WHEN YOU WERE GONE!
LISTEN TO ME, BOY! GIVE IN TO YOUR DESPAIR!
AHH!
NO, BOTTOM... EVERYONE'S GOT FEAR INSIDE... BUT WE CAN OVERCOME IT, EVEN WITH THINGS LIKE YOU CREEPING ABOUT!
LET'S SEE IF YOU'RE SO LUCKY...
GET BACK--DON'T--

MINSKY'S MASSAGE.
STOP STRUGGLING, MULE -- GOING QUANTUM'S YOU'RE ONLY CHANCE AT SURVIVING!
LET ME HELP!
NOOOOO!
"HELP", GLIMMER? LOOK WHAT YOU'VE DONE TO ME!
BACK HERE I FEEL NOTHING! ANY FEELING IN THE HARD WORLD--EVEN AGONY-- IS BETTER THAN THIS EMPTINESS!
LIFE IS A PRECIOUS THING, MULE.
IT'S NOT TO BE TRADED FOR SOME FLEETING SENSATION!
I WON'T FORGET THIS...
AND I WON'T BE SO QUICK TO COME NEXT TIME I'M CALLED!
"CALLED"?
I ONLY WANTED WHAT WAS BEST, MIGHTY MULE -- "LIFE IS A PRECIOUS THING", HMMM?
NOT YOURS, HENCH!
SKRAAK
BE GRATEFUL THAT'S ALL I DO TO YOU FOR COSTING ME MY MEMORIES!

BETHESDA FOUNTAIN.
LET ME GO! LET ME GO!
YOU'RE NOT SCARED NOW, ARE YOU, BOTTOM?
LET ME GO AND I'LL LEAVE YOU AND YOUR FRIEND MICHAEL ALONE!
YOU DON'T GET IT, DO YOU? I'M NOT DOING THIS FOR HIM OR ME!
THERE'S PEOPLE WHO DON'T HAVE WHAT WE DO-- AND THEY NEED SOMEONE TO PROTECT THEM FROM THINGS LIKE YOU!
YOU-- YOU CAN RESIST ME NOW, "CHARLEMAGNE"... BUT FEAR TAKES MANY FORMS!
THE WORLD'S CHANGED WHILE YOU WERE IN YOUR DEATH-SLEEP! CHANGED AND LEFT YOU BEHIND!
WHAT WILL ALL YOUR POWER DO YOU WITH IGNORANCE BEHIND IT?
WHAT IS MORE FRIGHTENING THAN THE UNKNOWN...?
COME BACK, COWARD! COME BACK AND LET ME FINISH--
HOW--?! AND JUST AS I'D STARTED TO DISMAY THE WOULD-BE CHAMPION!
JUST AS WELL... I NEED TIME TO RECOVER! TO PLAN STRATEGY... AND THANK WHATEVER PULLED ME BACK!
LOOK NO FURTHER, "OLD FRIEND"!
MULE?!
WE GOT UNFINISHED BUSINESS, BOTTOM! REMEMBER HOW MUCH YOU SAID WE WERE ALIKE? LET'S SEE ABOUT THAT...

IF THAT'S WHAT MICHAEL'S GOTTA GO THROUGH ON A DAY-TO-DAY, MAYBE I'VE GOT IT EASY WITH THE DANCER!
THEN AGAIN...
CHARLES SMITH CAN'T AFFORD TO TAKE HIS RESPONSIBILITY LIGHTLY...
... ANY MORE THAN MICHAEL ALEXANDER.
LOOKS LIKE MY GUEST TOOK OFF TO SEE THE SIGHTS! WELL, ONE OF US NEEDED TO HAVE A RELAXING DAY!
HEADY TIMES, HUH, PAL-O'-MINE?
THEY'RE HISTORY NOW! DEAD AND BURIED.
AND IN THE DEPTHS OF THE SUBSTRATUM, THE WHISPERS BEGIN.
ALL HAIL TO FEAR ITSELF.
SO LONG TO THE PAST.
THE MASTER OF SHADOWS.
THE DARK LORD MULE.
THE FUTURE IS HERE... YOU'RE LOOKIN' AT HIM!